

REC'D IN
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COMM SOUTH
COMPANIES
OFFICE OF THE
EXECUTIVE SECRETARY

6830 Walling Lane
Dallas, Texas 76231

REC'D IN
REGULATORY AUTH.
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OFFICE OF THE
EXECUTIVE SECRETARY

May 30, 2002

Via Federal Express

Chief Clerk
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

DOCKET NO.

02-00665

**Re: Application of Comm South Companies, Inc. for a Certificate of
Authority to Provide Facilities-Based Local Exchange Services in
The State of Tennessee**

To the Chief Clerk:

Transmitted herewith for filing is an original and three (13) copies of the Application of Comm South Companies, Inc. for a Certificate of Authority to Provide Facilities-Based Telecommunications Services throughout the State of Tennessee.

Please date-stamp the "Receipt" copy of this filing and return in the enclosed self-addressed envelope. If you have any questions regarding this filing, please contact me at the number below.

Respectfully submitted,

Sheri Pringle

Sheri Pringle
Director - Regulatory Affairs
Comm South Companies, Inc.
214.355.7005
springle@commsouth.net

Before the Tennessee Regulatory Authority

**In the Matter of the Application
Of Comm South Companies, Inc. for
A Certificate to Provide Competing
Facilities-Based Local Exchange
Telecommunications Services**

**Application for Certificate to Provide Competing
Facilities-Based Local Exchange Services**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Comm South Companies, Inc. ("Comm South" or Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Comm South the additional authority to provide competing facilities-based local exchange telecommunications services within the State of Tennessee. Comm South currently furnishes and will continue to provide local exchange services on a resale basis in the State of Tennessee (File No. 97-1327, Aug. 20, 1997).

Comm South is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing telecommunications services. TCA §65-4-201.

In support of its Application, Comm South submits the following:

- 1) The full name and address of the Applicant is:

Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (214) 355-7000
Facsimile: (214) 355-7259

Questions regarding this Application should be directed to:

Sheri Pringle
Director – Regulatory Affairs
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (214) 355-7005
Facsimile: (214) 355-7259
Email: springle@commsouth.net

Contact names and addresses at the Company are:

Sheri Pringle
Director – Regulatory Affairs
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (214) 355-7005
Facsimile: (214) 355-7259
Email: springle@commsouth.net

Rick Brown
Chief Technology Officer
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (214) 355-7003
Facsimile: (214) 355-7259
Email: rbrown@commsouth.net

- 2) Organizational Chart of Corporate Structure: Include and pertinent acquisition or merger information:

See **Exhibit A.**

- 3) Corporate information:

Applicant was incorporated in the State of Texas on March 17, 1995 as “Onyx Distributing Company, Inc.” and subsequently changed its name to “Comm South Companies, Inc.” A copy of Applicant’s Articles of Incorporation is provided in **Exhibit B.** A copy of Applicant’s Authority to Transact Business in the State of Tennessee is provided in **Exhibit C.** The names and addresses of the principal corporate officers and directors are provided in **Exhibit D.** There are no officers in Tennessee. Brief biographies of principal officers and other key managerial and technical staff are provided in **Exhibit E.**

- 4) Applicant possesses the managerial, technical, and financial ability to provide competing local exchange services in the State of Tennessee as demonstrated below:

- A) Financial Qualifications:

In support of its financial qualifications, Applicant submits the most recent financial statements in **Exhibit F.** **Exhibits F-G** summarize the most recent and projected financial performance of Comm South. Applicant has

the financial resources necessary to operate as a local exchange service provider in the State of Tennessee.

At present, Applicant plans to provide facilities-based local exchange services through the lease or purchase of unbundled network element ("UNE") platform and does not otherwise plan to make capital expenditures for the purchase of equipment to provide service. To the extent necessary, Applicant requests a waiver of the requirement to provide a three-year capital expenditure budget.

Applicant's financial statements do not reflect any revenues or expenses associated with reciprocal compensation.

A copy of Applicant's Corporate Surety Bond is provided as Exhibit H.

B) Managerial Ability:

As shown in Exhibit E to this Application, Applicant has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, Comm South's management team has extensive management and business experience in the telecommunications industry.

C) Technical Qualifications:

Applicant's services will satisfy the minimum standards established by the TRA. Applicant will file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all local exchange companies regulated by the TRA. Applicant will not require customers to purchase customer premise equipment ("CPE"), which cannot be used with the Incumbent Local Exchange Carrier's systems.

As described in the biographies in Exhibit E, Applicant has significant experience in the services proposed and, thus, is technically and managerially qualified to provide telecommunications services in Tennessee.

5) Proposed Service Area:

A) Local Exchange Service:

Applicant is currently authorized to provide local exchange services in the State of Tennessee on a resale basis (File No. 97-1327, Aug. 8, 1997). Applicant now requests authority to operate as a facilities-based provider of local exchange services throughout the State of Tennessee. Applicant

does not intend to construct or install telecommunications facilities in Tennessee. Rather, it requests facilities-based authority to ensure its ability to lease and/or purchase unbundled network element ("UNE") platform from the incumbent local exchange carrier.

Currently, in addition to Tennessee, Applicant is authorized to provide facilities-based and/or resold local exchange telecommunications services in Alabama, Arkansas, Arizona, California, Colorado, Delaware, the District of Columbia, Florida, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Dakota, Oklahoma, Oregon, Rhode Island, Pennsylvania, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin, and Wyoming. Additionally, through its wholly-owned subsidiaries Georgia Comm South, Inc., E-Z Tel, Inc. and Comm South Companies of Virginia, Inc. Applicant is authorized to provide facilities-based and/or resold local exchange service in Georgia, North and South Carolina, and Virginia respectfully.

No jurisdiction has denied Applicant or its subsidiaries authority to provide telecommunications services. However, in 2000, Applicant's authority to provide telecommunications services was revoked in the states of Alabama, Arkansas and Florida due to the Applicant's inadvertent failure to timely file reporting information. Applicant believes that the oversights were attributable in large measure to changes in responsible personnel and a move of the company's headquarters in March and April of that year. Applicant has corrected its deficiencies and is now in good standing in each of these jurisdictions. See **Exhibit I** attached hereto.

6) Types of Services to be Provided:

A) Local Exchange Services

Applicant is currently authorized to provide local exchange services on a resale basis in the State of Tennessee (File No. 39-1327, Aug. 8, 1997). A grant of the requested facilities-based authority will not affect the services that Applicant offers to its customers. Facilities-based authority is requested to ensure that Applicant may lease and/or purchase UNE platform from the incumbent local exchange carrier.

7) Repair and Maintenance

Applicant understands the importance of effective customer service for local service customers. Applicant has made arrangements for its customers to call the Company at its toll-free customer service number (800) 936-5223. The toll-free number will be printed on the customer's monthly billing statement. In addition,

customers may contact the company in writing at the headquarters address. The Tennessee contact person knowledgeable about Applicant's operations and who will be addressing escalated consumer service issues is Felicia Mayo, who may be reached at the following address and number:

Felicia Mayo
Regulatory Analyst
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (214) 355-7108
Facsimile: (214) 355-7292
Email: Fmayo@commsouth.net or Regulatory@commsouth.net

- 8) Small and Minority-Owned Telecommunications Business Participation Plan (65-5-212):

See **Exhibit J.**

- 9) Toll Dialing Parity Plan:

See **Exhibit K.**

- 10) Notice:

Applicant has served notice of this Application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the Applicant's intention of operating in the entire State of Tennessee. A certificate of service is attached hereto as **Exhibit L.**

- 11) Numbering Issues:

A statement is provided in **Exhibit M.**

- 12) Tennessee Specific Operational Issues:

A statement is provided in **Exhibit N.**

- 13) Miscellaneous:

A) Sworn Pre-Filed Testimony: See **Exhibit O.**

B) Customer Deposits:

Customer deposits will not be required.

C) Complaints:

Applicant has not been the subject of any complaints with respect to its provision of telecommunications services in any state in which it conducts business.

Conclusion:

Grant of the Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, the intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. The public will benefit through the increased availability of the competitive services to be offered by Applicant. Applicant's presences in Tennessee will also increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce prices, and improve quality of service.

Comm South respectfully requests that the TRA enter an order granting it authority to provide facilities-based local exchange services in the service areas of BellSouth, GTE, Sprint, and any other ILEC that does not enjoy a rural exemption under Section 251(f), throughout the State of Tennessee.

Respectfully submitted this 30th day of May, 2002.

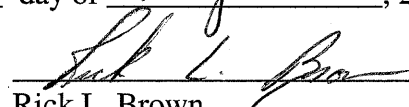

Rick L. Brown
Chief Technology Officer
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (214) 355-7003
Facsimile: (214) 355-7297

Exhibit A

Organizational Chart of Corporate Structure

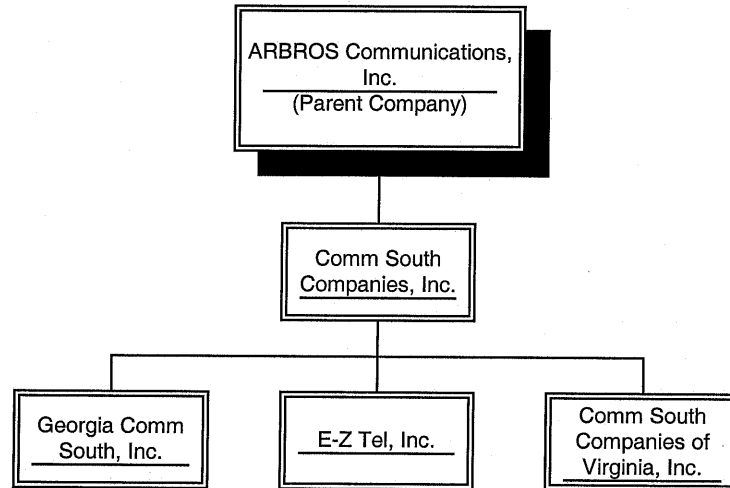


Exhibit B

Articles of Incorporation

Applicant was incorporated in the State of Texas on March 17, 1995 as "Onyx Distributing Company, Inc." and subsequently changed its name to "Comm South Companies, Inc." Attached hereto is Applicant's Articles of Incorporation.



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION OF

ONYX DISTRIBUTING COMPANY, INC.
CHARTER NUMBER 1348942

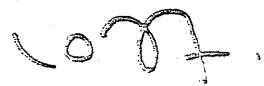
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: March 17, 1995
Effective March 17, 1995

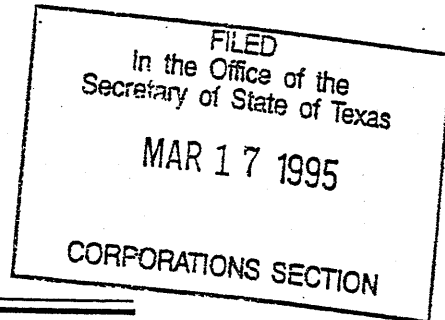




Antonio O. Garcia, Jr.
Secretary of State

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ARTICLES OF INCORPORATION
OF
ONYX DISTRIBUTING COMPANY, INC.
(A Close Corporation)



ARTICLE ONE

The name of the Corporation is ONYX DISTRIBUTING COMPANY, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000). The shares shall have a par value of One Dollar (\$1.00).

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address, is as follows:

Toby Wilson
101 East Randol Mill, Suite 108
Arlington, Texas 76011

ARTICLE SEVEN

The number of initial Directors is one. The name and address of the initial director is:

Toby Wilson
101 East Randol Mill, Suite 108
Arlington, Texas 76011

ARTICLE EIGHT

This Corporation is a close corporation.

ARTICLE NINE

The name and address of the Incorporator is:

Marilyn S. Hershman
408 W. 17th Street, Suite 101
Austin, Texas 78701-1207
(512) 474-2002

IN WITNESS WHEREOF: I have hereunto set my hand this 16th day of March, 1995.

Marilyn S. Hershman

Marilyn S. Hershman, Incorporator



The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

COMM SOUTH COMPANIES, INC.

FORMERLY

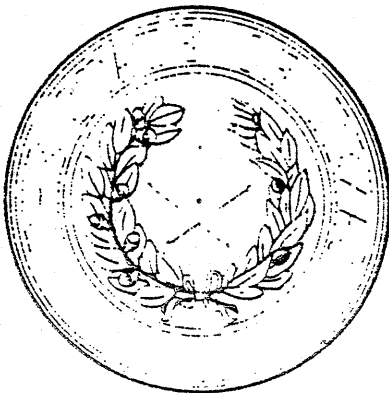
ONYX DISTRIBUTING COMPANY, INC.
CHARTER NUMBER 01348942

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED DEC. 9, 1996

EFFECTIVE DEC. 9, 1996



Antonio O. Garza, Jr. Secretary of State

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ONYX
DISTRIBUTING COMPANY, INC.

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned directors adopt the following Articles of Amendment to the Articles of Incorporation of Onyx Distributing Company, Inc.:

FILED
In the Office of the
Secretary of State of Texas
DEC 09 1996

ARTICLE ONE

The name of the corporation is Onyx Distributing Company, Inc. Corporations Section

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the Shareholders of the corporation on December 3, 1996.

The amendment alters Article One of the Articles of Incorporation to read as follows:

"The name of the Corporation is COMM SOUTH COMPANIES, INC."

ARTICLE THREE

The number of shares of the corporation outstanding at the time of the adoption was 1,000; and the number of shares entitled to vote on the amendment was 1,000.

ARTICLE FOUR

The number of shares that voted for the amendment was 1,000; and the number of the shares that voted against the amendment was 0.

Dated: December 3, 1996

Onyx Distributing Company, Inc.

By: Toby Wilson
W. Toby Wilson

Its: President

MINUTES OF THE MEETING OF THE SHAREHOLDERS OF ONYX
DISTRIBUTING COMPANY, INC.

A meeting of the Shareholders of the Corporation was held on December 3, 1996. The meeting's business was to consider and adopt a resolution amending the Articles of Incorporation of the Corporation. The meeting was duly called to order by Toby Wilson, President of the Corporation. Toby Wilson also acted as Secretary of the meeting and recorded the minutes. The meeting was held in accordance with the terms of the bylaws of the corporation and the President declared that the meeting was validly convened.

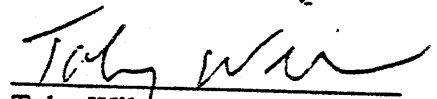
The following Shareholders were present: Toby Wilson and Steve Harvanek.

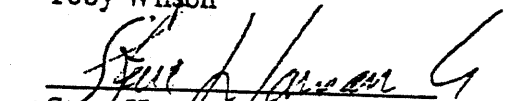
A motion was duly made, seconded and adopted by the Shareholders to change the name of the Corporation from "Onyx Distributing Company, Inc." to "Comm South Companies, Inc." by amending the Articles of Incorporation of the Corporation as follows:

RESOLVED, that the corporation change its name from "Onyx Distributing Company, Inc." to "Comm South Companies, Inc.", that the attached Articles of Amendment to Articles of Incorporation authorizing such change is hereby adopted and approved and the officers of the Corporation are hereby authorized and instructed to file such Articles of Amendment with the Secretary of State's office and to take such other and further action as may be necessary to bring about and effectuate the change of name of the Corporation.

The number of shares that voted for the amendment was 1,000 and the number of the shares that voted against the amendment was 0.

No further action was taken at the meeting.


Toby Wilson


Steve Harvanek



The State of Texas

Secretary of State
DEC. 9, 1996

W. TOBY WILSON, ATTORNEY AT LAW
SUITE 108, RANDOL CTR, 101 E. RANDOL MILL RD
ARLINGTON ,TX 76011

RE:
COMM SOUTH COMPANIES, INC.

CHARTER NUMBER 01348942-00


IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR
ARTICLES OF AMENDMENT.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.




Antonio O. Garza, Jr., Secretary of State

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SECRETARY OF STATE



The State of Texas

SECRETARY OF STATE

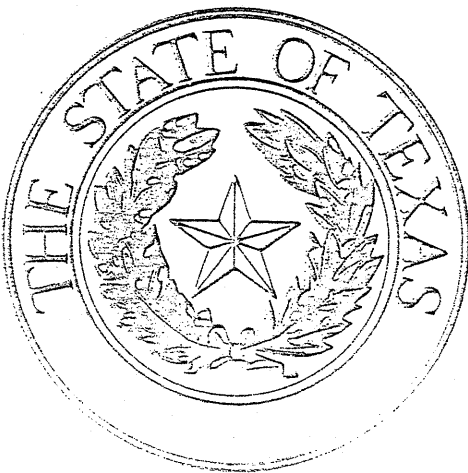
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

COMM SOUTH COMPANIES, INC.
#1348942-0

were filed in this office and a certificate of incorporation was issued on
MARCH 17, 1995;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 2, 1997.*



Antonio D. Garza, Jr.

DEE

Antonio D. Garza, Jr.
Secretary of State



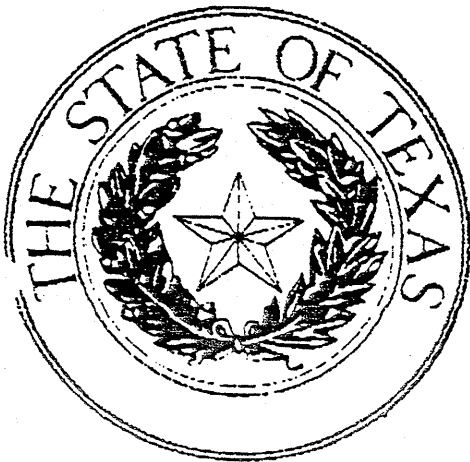
The State of Texas

SECRETARY OF STATE

I, ANTONIO O. GARZA, JR., Secretary of the State of Texas, DO HEREBY CERTIFY that according to the records of this office for **COMM SOUTH COMPANIES, INC.**, Articles of Incorporation were filed in this office and a certificate of incorporation was issued on **MARCH 17, 1995** under its initial name of **ONYX DISTRIBUTING COMPANY, INC.** as set forth in that instrument.

IT IS FURTHER CERTIFIED that according to the records of this office Articles of Amendment were filed in this office on **DECEMBER 9, 1996**, changing the corporate name from **ONYX DISTRIBUTING COMPANY, INC.** to **COMM SOUTH COMPANIES, INC.**

IT IS FURTHER CERTIFIED that no certificate of dissolution has been filed and the corporation is still in existence.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on September 11, 1997.

Antonio O. Garza, Jr.
Secretary of State



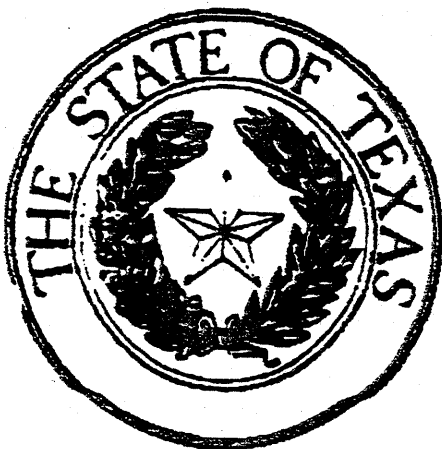
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

COMM SOUTH COMPANIES, INC.
File No. 1343942-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 18, 1998.*

Alberto R. Gonzales
Secretary of State

P 11



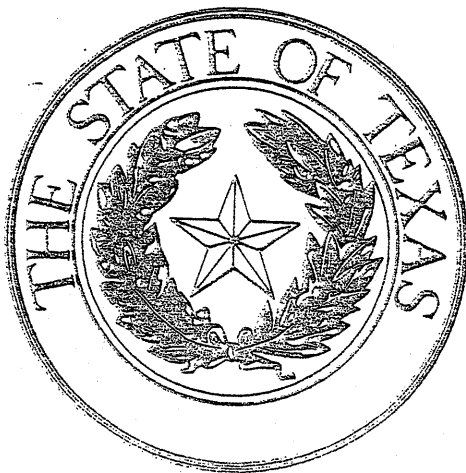
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

COMM SOUTH COMPANIES, INC.
File No. 1348942-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on December 27, 2000.*

Elton Bomer
Secretary of State

DAE

Exhibit C

**Authority to Transact Business
In the State of Tennessee**

Attached hereto is Applicant's Authority to transact business in the State of Tennessee,
granted in Case No. 97-1327.

Company ID: 126483
Comm South Companies dba CommSouth in Tennessee
101 E. Randol Mill Rd., Suite 108
Arlington, TX 76011

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

August 20, 1997

IN RE: CASE NUMBER: 97-1327

Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

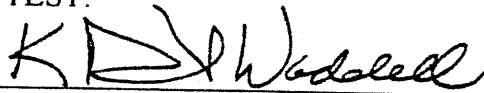
---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on 8/19/97, and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

ATTEST:


Executive Secretary

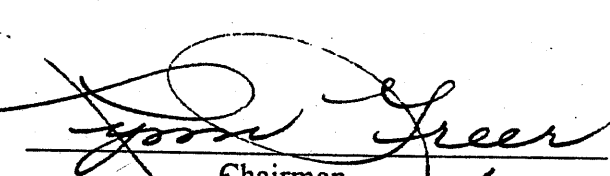
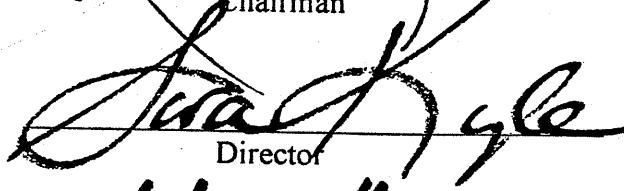
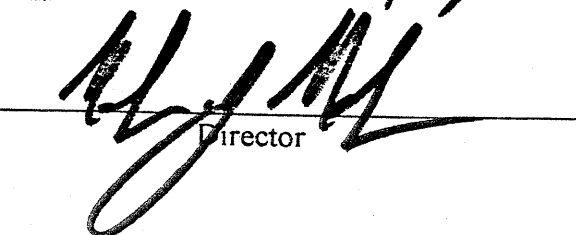

Chairman

Director

Director

Exhibit D**List of Principal Corporate Officers and Directors**

Applicant's Directors and Officers are listed below:

DIRECTORS		
Name	Title	Address
Kwok Li	Chairman of the Board	% Linsang Partners, LLC 8401 Colesville Road Suite 750 Silver Spring, MD 20910
Carlos Manuel Moreno		% Linsang Partners, LLC 8401 Colesville Road Suite 750 Silver Spring, MD 20910

OFFICERS		
Name	Title	Address
John McClure	President	% Comm South Companies, Inc. 6830 Walling Lane Dallas, Texas 75231
David Katz	Secretary	% Linsang Partners, LLC. 8401 Colesville Road Suite 750 Silver Spring, MD 20910

Exhibit E

**Biographies of Principal Officers and
Other Key Managerial and Technical Staff**

Applicant possesses the managerial and technical ability to provide facilities-based local telecommunications services in Illinois. Applicant's operations will be directed by a team of professional, technical, and operations personnel. Several of these individuals have significant experience in providing telecommunications service. Following are brief biographies, including education and experience, of the key management and technical personnel of Applicant.

John McClure, President and Chief Operating Officer –Mr. McClure is currently President and Chief Operating Officer for Comm South Companies, Inc.. He has had over 25 years of executive management experience in the Manufacturing and High Tech industries holding such positions with Electronic Data Systems, Rand McNally & Company, Engenius and Wintegrity, Inc. His accomplishments have included the Chief Operating Officer role for such new products as GM OnStar, a wireless telecommunications automotive product. He has expertise in finance, accounting, marketing and business operations. Mr. McClure majored in accounting and finance at the University of Iowa. He currently serves on the executive board of directors of international non-profit companies.

Rick Brown, Chief Technical Officer – Mr. Brown has over 24 years experience in the telecommunications industry, including local, data and broadband services. He currently serves as Chief Technology Officer for Comm South and is responsible for all business development, new products and services, and emerging technologies. Mr. Brown was employed by Sprint for 19 years and has held several senior level positions with TCG, e.spire and BroadbandNOW. Mr. Brown currently serves on the Board of Directors of the National ALEC Association/Pre-Paid Companies of America (NALA/PCA), past Executive Steering Committee Member - SWB CLEC User Forum, and recently elected into the Who's Who of International Business Leaders.

Barry Amrich – Controller - Mr. Amrich has over 25 years of financial management experience (2 years of which are in the telecommunications industry), with the last fifteen years in senior level finance and accounting positions. Mr. Amrich's career has included all of the traditional areas of accounting and finance, as well as experience in financing foreign transactions such as, Euro-Dollar syndications and foreign government secured export sales to the U.S. His most recent experience was that of Controller and CFO for a research and development company holding proprietary patents in centrifuge technology, and as a senior business consultant for a national consulting firm. Mr. Amrich holds a degree in business and accounting from the University of Baltimore and passed the Texas CPA exam in 1980.

Exhibit E

**Biographies of Principal Officers and
Other Key Managerial and Technical Staff (Cont'd)**

Marty Oakes, Senior Director of Operations – Mr. Oakes has over 4 years experience in the prepaid local telecommunications industry with responsibilities ranging from Director of Regulatory Affairs, Assistant Controller and Director of Operations. He currently serves as Sr. Director of Operations for Comm South Companies with responsibilities ranging from day to day operations of provisioning and credit departments, director of information systems and facilities management, and development of new business processes. Mr. Oakes has experience in entrepreneurial development of several businesses with responsibilities from securing funding, financial management, operational management and business development. Mr. Oakes is currently a partner in several businesses ranging from oil and gas exploration to retail and business services. Mr. Oakes holds a BBA in Business Management from Texas Christian University.

Sheri Pringle – Director, Regulatory Affairs/Carrier Relations:

Mrs. Pringle has over 18 years experience in the telecommunications industry, including local communications and broadband services. She currently serves as Director of Regulatory Affairs/Carrier Relations for Comm South Companies and is responsible for all legal, regulatory, and compliance issues as well as carrier relations/negotiations. Mrs. Pringle was with Sprint Telephone Company for 16 years in various positions and departments including customer service, engineering/construction, and regulatory affairs. Mrs. Pringle also served as Senior Manager of Provisioning for BroadbandNOW, Inc.

Exhibit F

Financial Statements

In support of its financial qualifications, Comm South submits its most recent Financial Statements, attached hereto

COMM SOUTH COMPANIES, INC.
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2001 AND 2000
(UNAUDITED - INTERNAL USE)

	December 31,	
	2001	2000
ASSETS:		
CASH AND SHORT-TERM INVESTMENTS	2,602,459	2,021,917
Accounts Receivable	6,782,924	13,578,002
ALLOWANCE FOR BAD DEBTS	(2,707,753)	(4,632,329)
Net Accounts Receivable	4,075,171	8,945,673
Other Current Assets	767,723	1,846,456
Total Current Assets	7,445,353	12,814,046
Fixed Assets	23,872,757	22,992,037
Goodwill	13,964,389	73,511,463
Other Intangibles	4,559,201	4,559,201
Less: Accumulated Depreciation & Amortization	(11,245,005)	(21,737,834)
Net Property Plant & Equipment	31,151,342	79,324,867
Other Assets - Intercompany	-	10,595
TOTAL ASSETS	38,596,694	92,149,508
LIABILITIES:		
Accounts Payable	7,015,326	14,282,667
Accrued Expenses	2,550,143	655,739
Taxes Payable	1,441,826	3,342,614
Deferred Revenue	3,394,662	8,284,492
Current Portion of Notes Payable	104,451	191,813
Total Current Liabilities	14,506,409	26,757,325
Notes Payable - Long Term	395,544	108,305
Loan from Arbros	34,715,308	1,600,000
Loan from Tel Mex	-	78,637,902
TOTAL LIABILITIES	49,617,261	107,103,531
STOCKHOLDERS' EQUITY:		
Common Stock	-	25,355,500
Retained Earning	29,830,117	(6,493,872)
Net Income	(40,850,683)	(33,815,651)
TOTAL STOCKHOLDERS' EQUITY	(11,020,566)	(14,954,023)
TOTAL Liabilities & Equity	38,596,694	92,149,508

COMM SOUTH COMPANIES, INC.
CONSOLIDATED INCOME STATEMENTS
YEARS ENDED DECEMBER 31, 2001 AND 2000
(UNAUDITED - INTERNAL USE)

	Yr Ended December 31, -----	
	2001	2000
REVENUE		
Local Service	\$ 67,286,038	\$ 101,166,788
Cost of Goods Sold		
Line Costs	30,897,663	47,196,912
Gross Margin	36,388,375	53,969,876
Cost of Customer Acquisition		
Agent Sign-up Fee & Agent Commission	4,199,276	7,932,327
Advertising	6,878,953	17,718,816
Total Cost of Acquisition	11,078,229	25,651,142
Customer Service		
Customer Service Salaries	1,315,838	7,662,111
Operations Salaries	3,544,353	-
Long Distance	1,684,068	3,337,303
3rd Party Call Center	5,913,590	2,340,006
Total Customer Service	12,457,848	13,339,420
Selling, General & Administrative Costs		
Other MKT and Advertising	940,662	544,660
SG&A Wage Expense	5,706,460	4,398,745
Bad Debts	17,566,907	13,784,784
Other G&A	11,069,956	10,616,598
Total SG&A	35,283,986	29,344,787
EBITDA	(22,431,688)	(14,365,473)
Non Operating Income (Expense)		
Depreciation	(2,321,913)	(1,910,410)
Amortization	(14,593,589)	(18,618,589)
Interest Expense	(1,823,295)	481,193
Interest Income	326,301	597,174
Other Income	12,561	-
Gain(Loss) on Asset Disposal	(22,248)	200
Non Operating Income/(Expenses)	(18,422,182)	(19,450,433)
Income before Taxes	(40,853,870)	(33,815,906)
Taxes on Income	3,187	255
Net Income (Loss) After Taxes	\$ (40,850,683)	\$ (33,815,651)

COMM SOUTH COMPANIES, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2001
(UNAUDITED - INTERNAL USE)

Cash Flows form Operating Activities:

Net loss for the year	\$ (40,850,683)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation and amortization	(10,492,828)
Decrease (Inc) in accounts receivable, net	4,963,300
Decrease (Inc) in prepaid expenses and other assets	1,081,501
Decrease (Inc) in regulatory deposits	(84,971)
Increase (Dec) in accounts payable	(6,544,023)
Increase (Dec) in accrued expenses	1,048,359
Increase (Dec) in accrued telecom taxes	(1,757,435)
Increase (Dec) in deferred revenue	(4,889,830)
Increase (Dec) in other long term liabilities	291,093
Net cash provided by operating activities	<u>(57,235,517)</u>

Cash Flows form Investing Activities:

Purchases of property and equipment	58,666,354
Adjustment to affiliate equity	<u>44,784,140</u>
Net cash used in investing activities	<u>103,450,494</u>

Cash Flows form Financing Activities:

Increase in Parent Loans	33,199,134
Repayment of Note Payable to affiliate	<u>(78,833,569)</u>
Net cash provided by financing activities	<u>(45,634,435)</u>
Net increase (decrease) in cash	580,542
Cash, beginning of period	<u>2,021,917</u>
Cash, end of period	<u><u>\$ 2,602,459</u></u>

EXHIBIT G**Financial Projections**

**Projected Revenue and Expenses
For Intrastate Tennessee Operations
(For the three year period following Certification)**

Intrastate Revenues	Year 1	Year 2	Year 3
Local Exchange Services	\$ 625,000	\$ 700,000	\$ 800,000
Total Intrastate Revenue	\$1,250,000	\$1,400,000	\$1,600,000
<u>Expenses</u>			
Advertising	\$ 300,000	\$ 336,000	\$ 384,000
Commissions	\$ 75,000	\$ 84,000	\$ 96,000
Line Costs	\$ 500,000	\$ 560,000	\$ 640,000
Travel Printing Promotions	\$ 25,000	\$ 28,000	\$ 32,000
Customer Service	\$ 125,000	\$ 140,000	\$ 160,000
Total Expenses	\$1,025,000	\$1,148,000	\$1,312,000
Total Intrastate Operating Income	\$ 225,000	\$ 252,000	\$ 288,000

Note: Comm South's projections are based on 2001 Financial Information.

Comm South Companies, Inc.

EXHIBIT H

Corporate Surety Bond

Attached hereto is Applicant's Corporate Surety Bond, Bond # 83027624.

COPY

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 83027624

WHEREAS, COMM SOUTH COMPANIES, INC. (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, VIGILANT INSURANCE COMPANY (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 1st day of September, 2001, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

COMM SOUTH COMPANIES, INC.

Name of Company authorized by the TRA

126483

Company ID # as assigned by TRA

SURETY

VIGILANT INSURANCE COMPANY

Name of Surety

15 Mountain View Road, Warren, NJ 07509

Address of Surety

SIGNATURE OF PRINCIPAL



Name: John McClure
Title: President

SIGNATURE OF SURETY AGENT



Name: DIANE HOWE
Title: ATTORNEY-IN-FACT

Address of Surety Agent:

AON RISK SERVICES

ONE LIBERTY PLACE, 1650 MARKET ST.
PHILADELPHIA, PA 19103

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF ~~TEXAS~~ TEXAS

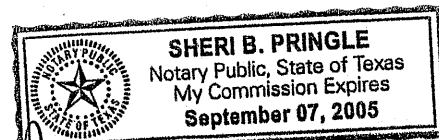
COUNTY OF DALLAS

Before me, a Notary Public of the State and County aforesaid, personally appeared John McClure with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Comm South Companies, Inc., and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 5th day of March, 20 02.

My Commission Expires:

09/07, 2005



Sheri B. Pringle
Notary Public
Sheri B. Pringle

ACKNOWLEDGMENT OF SURETY

STATE OF ~~TEXAS~~ PENNSYLVANIA

COUNTY OF PHILADELPHIA

Before me, a Notary Public of the State and County aforesaid, personally appeared DIANE HOWE with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Vigilant Ins. Co., the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 4TH day of MARCH, 20 02.

My Commission Expires:

September 27, ~~2000~~ 2003

Benjamin H. Swinton, Jr.
Notary Public
BENJAMIN H. SWINTON, JR.

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this _____ day of _____, 20____.

Name:
Title:



**Chubb
Surety**

**POWER
OF
ATTORNEY**

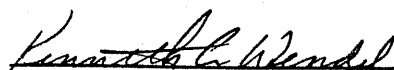
**Federal Insurance Company
Vigilant Insurance Company
Pacific Indemnity Company**


**Attn.: Surety Department
15 Mountain View Road
Warren, NJ 07059**

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint **Matthew E. Lubin, Eileen M. Kowalczyk, John M. Swords, Diane Howe, Neill M. Coxe, Patrick J. Brennan, Jr. and Walter F. Norris, Jr.** of Philadelphia, Pennsylvania-----

each as their true and lawful Attorney-in-Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this 6th day of April, 2000.


Kenneth C. Wendel, Assistant Secretary


Frank E. Robertson, Vice President

STATE OF NEW JERSEY } ss.
County of Somerset

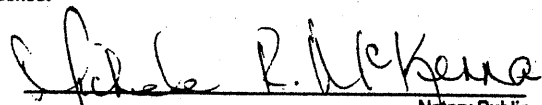
On this 6th day of April, 2000

, before me, a Notary Public of New Jersey, personally came Kenneth C. Wendel, to me known to be Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY**, the companies which executed the foregoing Power of Attorney, and the said Kenneth C. Wendel being by me duly sworn, did depose and say that he is Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By-Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with Frank E. Robertson, and knows him to be Vice President of said Companies; and that the signature of Frank E. Robertson, subscribed to said Power of Attorney is in the genuine handwriting of Frank E. Robertson, and was thereto subscribed by authority of said By-Laws and in deponent's presence.

Notarial Seal



MICHELE R. McKENNA
Notary Public, State of New Jersey
No. 2229941
Commission Expires Sept. 25, 2004


Notary Public

CERTIFICATION

Extract from the By-Laws of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY**:

"All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Kenneth C. Wendel, Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing extract of the By-Laws of the Companies is true and correct,
- (ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U. S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U. S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
- (iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this 4th day of March, 2002




Kenneth C. Wendel, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY
Telephone (908) 903-3485 Fax (908) 903-3656 e-mail: surety@chubb.com

EXHIBIT I

State Commission Orders

In 2000, Applicant's authority to provide telecommunications services was suspended or revoked in the states of Alabama, Arkansas, and Florida due to the Applicant's inadvertent failure to timely file reporting information and fees. Applicant believes that the oversights were attributable in large measure to changes in responsible personnel and a move of the company's headquarters in March and April of that year. Applicant has corrected its deficiencies and is now in good standing in each of these jurisdictions.

The Alabama Public Service Commission revoked Comm South's certification in June 2000 for nonpayment of inspection and supervision fees. Comm South's certification was reinstated by Order dated September 12, 2000 in AL PSC Docket No. 27495.

The Arkansas Public Service Commission revoked Comm South's certification in July 2000 for failure to file its annual gross earnings report. Comm South's certification was reinstated by Order No. 6, dated November 6, 2000, in AR PSC Docket No. 00-121-U.

The Florida Public Service Commission revoked Comm South's certification in April 2000 for failure to respond to Commission data requests (sent to Comm South's former business address). Florida re-certificated Comm South by Consummating Order dated March 23, 2001 in FL PSC Docket No. 001621-TX.

EXHIBIT J

Small and Minority-Owned Telecommunications Business Participation Plan

Pursuant to T.C.A. §65-5-212, as amended, Applicant submits this small and minority-owned Telecommunications business participation plan ("Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing facilities-based local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Comm South is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. Comm South will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Comm South will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Comm South of such opportunities. Comm South will contact the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program to obtain a list of qualified vendors. Moreover, Comm South will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-212.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

EXHIBIT J

Small & Minority-Owned Telecommunications Business Participation Plan (Cont.)

III. ADMINISTRATION

Comm South's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Comm South's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Sheri Pringle
Director – Regulatory Affairs
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (214) 355-7005
Facsimile: (214) 355-7259
Email: springle@commsouth.net

The Administrator's responsibilities will include:

1. Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the TRA.
2. Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
3. Preparing and submitting such forms as may be required by the TRA, including the filing of required annual updates.
4. Serving as the primary liaison to cooperate with the TRA, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small minority-owned businesses as defined in §65-5-212.
5. Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
6. Providing records and reports and cooperate in any authorized surveys as required by the TRA.
7. Establishing a record-keeping system to keep qualified small and minority-owned businesses and efforts to use such businesses.

EXHIBIT J

Small & Minority-Owned Telecommunications Business Participation Plan (Cont.)

8. Providing information and educational activities to persons within Comm South and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources including the following:

- Chamber of Commerce
- The Tennessee Department of Economic and Community Development
- The United States Department of Commerce, Small Business Administration and Office of Minority Businesses
- The National Minority Supplier Development Counsel
- The National Association of Women Business Owners
- The National Association of Minority Contractors
- The Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Comm South will maintain records of qualified small and minority-owned businesses and efforts to use the goods and services of such businesses. In addition, Comm South will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

Comm South will submit records and reports required by the TRA concerning the Plan. Moreover, Comm South will cooperate fully with any surveys and studies required by the TRA.

Comm South Companies, Inc.

Dated: May 30, 2002

By:



Rick L. Brown
Chief Technical Officer

EXHIBIT K

IntraLATA Toll Dialing Parity Plan

INTRODUCTION

Comm South is not currently offering competitive intrastate telecommunications services (i.e., intraLATA or interLATA long-distance), nor does it plan to in the near future. Comm South is now providing resold basic local telecommunications services, including local calling ("dialtone") and access to 911 and 800 number services, on a prepaid basis only, to Tennessee customers. Thus, at present Comm South blocks its customers from accessing usage-based services. Comm South customers may access long-distance carriers through prepaid calling cards or other forms of toll-free access.

Should Comm South begin offering competitive intrastate telecommunications services, such as intraLATA and interLATA long-distance service in Tennessee, Comm South will implement the following processes which are designed to give end-user customers the opportunity to designate a carrier for their intraLATA toll call traffic in those market areas where Comm South will operate as a facilities-based local exchange service provider. IntraLATA toll calls will automatically be directed to the designated carrier without the customer having to dial an access code.

POLICIES

Comm South will deploy two-PIC (Primary Interexchange Carrier) technology in its switches enabling customers to prescribe to either the same or two different carrier(s) for their intraLATA and interLATA services.

Appropriate tariffs will be filed in accordance with this plan, and applicable rules and regulations.

Comm South will offer customers the ability to access all participating carriers by dialing the appropriate access codes (e.g., 10-10XXX).

All eligible Comm South end-user telephone line numbers will be presubscribed and have two PICs associated with them.

CARRIER INFORMATION

Interexchange carriers will have the option of offering intraLATA service only or intraLATA and interLATA service.

Interexchange carriers will have the option of participating in all market areas or in a specific market area.

EXHIBIT K

IntraLATA Toll Dialing Parity Plan (Cont.)

Interexchange carriers will be required to return a completed Non-Disclosure Agreement and Participation Agreement(s).

Comm South will not participate in billing disputes for intraLATA service between an alternative competing interexchange carrier and its customers.

Comm South representatives will not initiate or accept three-way calls from an alternative interexchange carrier in order to discuss presubscription.

Carriers wishing to participate will be requested to submit Access Service Requests/Translation Questionnaires to the Access Tandem owner and Comm South.

CALL ELIGIBILITY/TOLL DIALING PLAN

All local service customers of Comm South will have calls routed according to the following plan:

<u>If a Comm South Customer Dials:</u>	<u>The Call is Handled By/Routed To:</u>
911	PSAP on originating line number
411/555-1212	Directory Assistance Operator
0-	Operator
7 digits (local call)	Local Exchange Carrier
7 digits (IntraLATA toll call, same NPA)	IntraLATA Toll Provider
1 + 10 digits (IntraLATA toll call)	IntraLATA Toll Provider
0 + 10 digits (IntraLATA toll call)	IntraLATA Toll Provider
1 + 10 digits (InterLATA toll call)	InterLATA Toll Provider
0 + 10 digits (InterLATA toll call)	InterLATA Toll Provider
10-10-XXX + 0	XXX Carrier
10-10-XXX + 7 digits (IntraLATA toll)	XXX Carrier
10-10-XXX + 0 + 10 digits	XXX Carrier
10-10-XXX + 10 digits	XXX Carrier

If a Comm South customer originates a call to an alternative interexchange carrier's Operator by dialing 00-, the call will be routed to the PIC on that customer's line. If the customer originates a call to an alternative interexchange carrier's Operator by dialing an access code (e.g., 10-10-XXX + 0), the call will be routed to the XXX carrier. In both cases, the carrier's switch is responsible for routing this call to the alternative interexchange carrier's Operator or to an announcement.

EXHIBIT K

IntraLATA Toll Dialing Parity Plan (Cont.)

NETWORK INFORMATION

All originating intraLATA traffic will initially be routed via the incumbent Local Exchange Carrier (LEC) access tandem(s).

Interexchange carriers must have Feature Group D trunks in place (or ordered) between their point of presence and the incumbent LEC access tandem(s).

Comm South will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the end user customer and/or in compliance with regulatory requirements. Requests from carriers to block traffic or to remove customers from their network will not be honored. Calls that cannot be completed to a carrier will be routed to an announcement.

CUSTOMER CONTACT INFORMATION

Comm South customer contact representatives will process customer-initiated PIC selections to Comm South or to an alternative intraLATA carrier. Carriers will have the option of allowing the Comm South representative to process PIC requests on their behalf.

Comm South will not ballot or allocate its customer base. All customers will be "PIC'd" to Comm South unless another carrier is chosen by the particular customer.

Comm South customer contact representatives will respond to customer inquiries about intraLATA carriers in a competitively-neutral fashion. If a customer requests information on alternative carriers other than Comm South, a list of participating carriers will be read to that customer in random order by the Comm South representative.

If the intraLATA toll carrier selected by the customer permits Comm South to process orders on its behalf, Comm South will accept the PIC change request. If the customer selects an intraLATA toll carrier that does not allow Comm South to process PIC changes on its behalf, Comm South will provide the customer with the carrier's toll-free number (if provided by the carrier)

Comm South representatives will not discuss alternative carrier rates or services and will not provide customers with Carrier Identification Codes or access code dialing instructions.

EXHIBIT K

IntraLATA Toll Dialing Parity Plan (Cont.)

PRESUBSCRIPTION INFORMATION

Consistent with the Comm South's tariffs, a PIC change charge may be incurred and billed to a Comm South customer for each eligible line where a PIC change is made. Comm South will offer its existing customers a 90-day grace period following the implementation of this plan during which the customers may change intraLATA carriers without incurring a PIC change charge. Customers can make multiple PIC changes during these 90 days at no charge. After the 90-day period, Comm South may assess the PIC change charge for each PIC change made. Comm South will offer interexchange carriers the option of having the PIC charge billed to the carrier or directly to the customer.

New line customers, including customers adding lines, will have the opportunity to select a participating carrier, or they will be assigned a NO PIC designation. If a customer cannot decide upon an intraLATA carrier at the time of order, Comm South may extend the 30-day period following placement of the customer's service order for the customer to select an intraLATA carrier without charge. Such a customer will be assigned a NO PIC designation in the interim. After this 30-day period, Comm South will assess the PIC change charge as described above. Customers assigned a NO PIC designation as set forth in this paragraph will be required to dial an access code to reach an intraLATA carrier's network.

If a Comm South customer denies requesting a change in intraLATA toll providers as submitted by an intraLATA carrier, and the intraLATA carrier is unable to produce a Letter of Agency signed by the customer or some other form of verification that is permitted by law, the PIC will be changed as per the customer's request and the intraLATA carrier will be assessed a charge for the unauthorized PIC change. This penalty is in addition to any other penalties authorized by law, which Comm South may pursue.

Alternative interexchange carriers may submit PIC changes to Comm South via a fax/paper interface.

Comm South will process intraLATA PIC selections in the same manner and under the same intervals of time as interLATA PIC changes.

Carriers will be required to submit PIC changes via paper. Comm South will provide carriers with PIC order confirmation and reject information. Specific details regarding this process will be provided to participating carriers.

EXHIBIT K

IntraLATA Toll Dialing Parity Plan (Cont.)

Some customers may change their local service provider from the incumbent LEC to Comm South and retain their incumbent LEC telephone number(s). As part of this process, for such customers Comm South will provide the selected intraLATA carrier with both the retained (incumbent LEC) telephone number and the Comm South telephone number.

ANTI-SLAMMING

To ensure that its customers have affirmatively selected the Company, Applicant will not switch a new customer's long distance carrier until it has received a Letter of Authorization from the new customer in accordance with Section 64.1100 of the Rules of Federal Communications Commission, 47 C.F.R. §64.1100, and applicable Tennessee regulations.

COMPLIANCE WITH APPLICABLE LAWS

Applicant will comply with all applicable federal communications laws, state laws, and TRA regulations.

EXHIBIT L

**Certificate of Service to Incumbent Local Exchange Service Providers
Certified in Tennessee
(Facility-Based)**

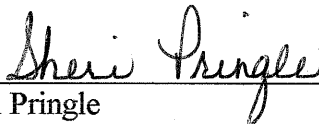
Certificate of Service

I, Sheri Pringle, do hereby certify that the following entities have been notified on this 30th day of May, 2002 vial first class U.S. Mail, postage prepaid, that Comm South Companies, Inc. seeks approval to provide facilities-based local exchange services in the entire State of Tennessee:

- 1) **Ardmore Telephone Company, Inc.**
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
205.423.2131
- 2) **BellSouth**
333 Commerce Street
Nashville, TN 37201-3300
615.214.3800
- 3) **Century Telephone of Adamsville**
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310
901.632.3311
- 4) **Century Telephone of Claiborne**
P.O. Box 100
507 Main Street
New Tazewell, TN 37825
423.626.4242
- 5) **Century Telephone of Ooltewah-Collegedale, Inc.**
P.O. Box 782
5616 Main Street
Ooltewah, TN 37362
423.238.4102
- 6) **Citizens Communications Company of Tennessee**
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

- 7) **Citizens Communications Company of the Volunteer State**
P.O. Box 770
300 Bland Street
Bluefield, WV 24701
- 8) **Loretto Telephone Company, Inc.**
P.O. Box 130
Loretto, TN 38469
931.853.4351
- 9) **Millington Telephone Company, Inc.**
4880 Navy Road
Millington, TN 38053
901.872.3311
- 10) **Sprint-United Telephone Company**
112 Sixth Street
Bristol, TN 37620
423.968.8161
- 11) **TDS Telecom-Concord Telephone Exchange, Inc.**
P.O. Box 22610
710 Concord Road
Knoxville, TN 37933-0610
423.966.5828
- 12) **TDS Telecom-Humphreys County Telephone Company**
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552
931.535.2200
- 13) **TDS Telecom-Tellico Telephone Company, Inc.**
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009
423.671.4600
- 14) **TDS Telecom-Tennessee Telephone Company**
P.O. Box 18139
Knoxville, TN 37928-2139
423.922.3535

- 15) **TEC-Crockett Telephone Company, Inc.**
P.O. Box 7
Friendship, TN 38034
901.677.8181
- 16) **TEC-People's Telephone Company, Inc.**
P.O. Box 310
Erin, TN 37061
931.289.4221
- 17) **TEC-West Tennessee Telephone Company, Inc.**
P.O. Box 10
244 E. Main Street
Bradford, TN 38316
901.742.2211
- 18) **United Telephone Company**
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034
931.364.2289



Sheri Pringle

EXHIBIT M

Numbering Issues

Please provide answers to the following questions concerning numbering within your proposed service area:

NOTE: Applicant will provide local exchange services through the lease or purchase of UNE platform. Consequently, Applicant will rely on the underlying carrier to ensure to pre-assign phone numbers and therefore this section is not applicable.

1. What is your company's expected demand for NXXs per NPA within a year of approval of your application?
2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?
3. When and in what NPA do you expect to establish your service footprint?
4. Will the company sequentially assign telephone numbers within NXXs?
5. What measures does the company intend to take to conserve Tennessee numbering resources?
6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

EXHIBIT N

Tennessee Specific Operational Issues

- 1) How does the company intend to comply with TCA §65-21-114 (toll-free telephone service within counties)?

Applicant will provide local exchange services through the lease or purchase of UNE platform. Consequently, Applicant will rely on the underlying carrier to ensure compliance with §65-21-114.

- 2) Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?

Yes.

- 3) Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?

Yes.

- 4) Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.

Applicant will provide local exchange services through the lease or purchase of UNE platform. Consequently, Applicant will rely on the underlying carrier to ensure that customers will not be billed long distance charges for calls within metro calling areas.

- 5) Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.

Felicia Mayo
Regulatory Analyst
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: 214.355.7108
Facsimile: 214.355.7292
Email: Fmayo@commsouth.net
Or: Regulatory@commsouth.net

EXHIBIT N

Tennessee Specific Operational Issues (Cont'd.)

- 6) Does the company intend to telemarket its services in Tennessee?

No. Applicant will be marketing its facilities-based local exchange services to residential customers. Accordingly, Comm South will be soliciting such customers directly. Comm South will market its services through local agents (where the customer can also obtain and pay for such services) and through commercial advertisements in area newspapers, radio and television broadcasts. Applicant is aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11.

EXHIBIT O

Pre-Filed Testimony of Rick L. Brown

I, Rick L. Brown, do hereby testify as follows in support of the Application of Comm South Companies, Inc. ("Comm South") for a Certificate of Convenience and Necessity as a competing telecommunications services to provide competing facilities-based local exchange services throughout the State of Tennessee.

Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.

A. My name is Rick L. Brown. My business address is Comm South Companies, Inc., 6830 Walling Lane, Dallas, Texas 75231.

Q. BY WHOM ARE YOU EMPLOYED AND IN WHAT CAPACITY?

A. I am employed by Comm South Companies, Inc. ("Comm South"). Currently, I serve as Chief Technology Officer.

Q. PLEASE DESCRIBE YOUR PROFESSIONAL QUALIFICATIONS.

A. As described in the Application, I have over 24 years experience in the telecommunications industry, including local, data and broadband services. I currently serve as Chief Technology Officer for Comm South. Prior to joining Comm South, I was employed by Sprint for 19 years and have held senior level positions with TCG, e.spire and BroadbandNOW. I currently serve on the Board of Directors of the National ALEC Association/Pre-Paid Companies of America (NALA/PCA), past Executive Steering Committee Member - SWB CLEC User Forum, and was recently elected into the Who's Who of International Business Leaders.

Q. WHAT ARE YOUR CURRENT RESPONSIBILITIES?

A. I am responsible for overseeing all business development, new products and services, and emerging technologies.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A. The purpose of my testimony is to support the Application of Comm South for a Certificate of Authority to provide facilities-based local exchange telecommunications services throughout Tennessee.

EXHIBIT O

Pre-filed Direct Testimony of Rick L. Brown (Cont'd.)

- Q. WHAT SERVICES DOES COMM SOUTH PROPOSE TO OFFER UNDER THE CERTIFICATE REQUESTED IN ITS APPLICATION?
- A. Comm South currently provides prepaid local exchange services on a resale basis in the State of Tennessee. Comm South now also plans to provide facilities-based local exchange services in the State of Tennessee through the lease and/or purchase of unbundled network element (UNE) platform from the incumbent local exchange carrier.
- Q. PLEASE DESCRIBE THE CURRENT CORPORATE STRUCTURE OF COMM SOUTH.
- A. Comm South is a corporation organized under the laws of Texas. Its sole shareholder is ARBROS Communications, Inc. (ARBROS). ARBROS is a Delaware corporation with its principal business office at 880 Elkridge Landing Road, Linthicum, MD 21090.
- Q. DOES COMM SOUTH POSSESS THE REQUISITE MANAGERIAL, FINANCIAL, AND TECHNICAL ABILITIES TO PROVIDE THE SERVICES FOR WHICH IT HAS APPLIED FOR AUTHORITY?
- A. Yes.
- Q. PLEASE DESCRIBE COMM SOUTH'S FINANCIAL QUALIFICATIONS.
- A. Applicant's most recent and projected financial statements are attached as Exhibit F and G to Comm South's Application. The financial documentation included with this Application demonstrates that Comm South is qualified to provide the proposed services.
- Q. PLEASE DESCRIBE COMM SOUTH'S MANAGERIAL AND TECHNICAL QUALIFICATIONS.
- A. Comm South's managerial and technical qualifications are described in Exhibit E to Comm South's Application. Comm South has the managerial and technical qualifications to provide the proposed services.

EXHIBIT O

Pre-filed Direct Testimony of Rick L. Brown (Cont'd.)

- Q. WILL COMM SOUTH OFFER SERVICE TO ALL CONSUMERS WITHIN ITS SERVICE AREAS?
- A. Yes, Comm South will offer service to all consumers within its proposed service area, the entire State of Tennessee.
- Q. DOES COMM SOUTH PLAN TO OFFER LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES IN AREAS SERVED BY ANY INCUMBENT LOCAL EXCHANGE TELEPHONE COMPANY WITH FEWER THAN 100,000 TOTAL ACCESS LINES?
- A. No, Comm South will only offer facilities-based local exchange services in those areas in which the incumbent local exchange carrier offers unbundled network elements (UNEs).
- Q. WILL THE GRANTING OF A CERTIFICATE OF CONVENIENCE AND NECESSITY TO COMM SOUTH SERVE THE PUBLIC INTEREST?
- A. Yes. Grant of the Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offerings of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. The public will benefit through the increased availability of the competitive services to be offered by the Applicant. Applicant's presence in Tennessee will also increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce prices, and improve quality of service.
- Q. DOES COMM SOUTH INTEND TO COMPLY WITH ALL TRA RULES, STATUTES, AND ORDERS PERTAINING TO THE PROVISION OF TELECOMMUNICATIONS SERVICES IN TENNESSEE, INCLUDING THOSE FOR DISCONNECTION AND RECONNECTION OF SERVICE?
- A. Yes.
- Q. HAS ANY STATE EVER DENIED COMM SOUTH OR ONE OF ITS AFFILIATES AUTHORIZATION TO PROVIDE INTRASTATE SERVICE?
- A. No.

EXHIBIT O

Pre-filed Direct Testimony of Rick L. Brown (Cont'd.)

- Q. HAS ANY STATE EVER REVOKED THE CERTIFICATION OF COMM SOUTH OR ONE OF ITS AFFILIATES?
- A. Yes. In 2000, Comm South's authority to provide telecommunications services was suspended or revoked in the state of Alabama, Arkansas and Florida due to the Applicant's inadvertent failure to timely file reporting information. Applicant believes that the oversights were attributable in large measure to changes in responsible personnel and a move of the company's headquarters in March and April of that year. Applicant has subsequently been reinstated in all three states as described more fully in Exhibit I attached to this Application. Applicant is not aware of any other actions involving non-compliance with regulatory requirements.
- Q. HAS COMM SOUTH OR ONE OF ITS AFFILIATES EVER BEEN INVESTIGATED OR SANCTIONED BY ANY REGULATORY AUTHORITY FOR SERVICE OR BILLING IRREGULARITIES?
- A. No.
- Q. WHO IS KNOWLEDGEABLE ABOUT COMM SOUTH'S OPERATIONS AND WILL SERVE AS COMM SOUTH'S REGULATORY AND CUSTOMER SERVICE CONTACT?
- A. Sheri Pringle, Director of Regulatory Affairs will serve as Comm South's regulatory contact. Mrs. Pringle may be reached at 214-355-7005. As provided in response number (5) of Exhibit N, Felicia Mayo will serve as Comm South's Customer Service contact. Mrs. Mayo may be contacted toll-free at 1-800-936-5223.
- Q. PLEASE EXPLAIN IN DETAIL COMM SOUTH'S PROPOSED PROCEDURES FOR RESPONDING TO INFORMATION REQUESTS FROM TRA AND ITS STAFF.
- A. Applicant will respond promptly to information requests from TRA and its staff. Regulatory authorities may contact Mrs. Pringle or Comm South's authorized customer service center toll-free at 1-800-936-5223. Or, they may write Comm South at 6830 Walling Lane, Dallas, Texas 75231. Applicant commits to replying to all inquiries in a reasonable and timely manner.

EXHIBIT O

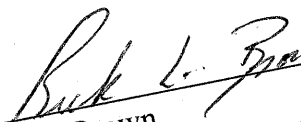
Pre-filed Direct Testimony of Rick L. Brown (Cont'd.)

Q. ARE ALL STATEMENTS IN COMM SOUTH'S APPLICATION TRUE AND CORRECT TO THE BEST OF YOUR KNOWLEDGE, INFORMATION AND BELIEF?

A. Yes. I believe that the foregoing testimony is true and correct to the best of my knowledge.

Q. DOES THIS CONCLUDE YOUR TESTIMONY?

A. Yes.


Rick L. Brown
Chief Technology Officer
Comm South Companies, Inc.

State of TEXAS }
County of DALLAS }

Subscribed and sworn to me this 29 day of May 2002.


Notary Public

My Commission Expires 3/24/02

(SEAL)

